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Celsius New SPV Investors, LP*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
CELSIUS NETWORK LLC, <i>et al.</i> , ¹)	Case No. 22-10964 (MG)
Debtors.)	(Jointly Administered)

SERIES B PREFERRED HOLDERS' WITNESS AND EXHIBIT LIST

Community First Partners, LLC, Celsius SPV Investors, LP, Celsius New SPV Investors, LP, and CDP Investissements Inc. (collectively, the “Series B Preferred Holders”), as beneficial holders, or investment advisors or managers of beneficial holders, of Series B Preferred Shares

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); Celsius US Holding LLC (7956); GK8 Ltd. (1209); GK8 USA LLC (9450); and GK8 UK Limited (0893). The location of Debtor Celsius Network LLC’s principal place of business and the Debtors’ service address in these chapter 11 cases is 50 Harrison Street, Suite 209F, Hoboken, New Jersey 07030.

issued by Celsius Network Limited, by and through their undersigned counsel, respectfully submit this exhibit and witness list for the hearing scheduled for February 6, 2023 at 2:00 p.m. prevailing eastern time (the “Hearing”) before the Honorable Martin Glenn, United States Bankruptcy Judge for the Southern District of New York.

WITNESSES

The Series B Preferred Holders reserve all rights to call (i) any witness necessary to authenticate the exhibits the Series B Preferred Holders may use in connection with the Hearing, (ii) any witnesses designated by any other party in connection with the Hearing, and (iii) any witnesses necessary to rebut the testimony of any witness called or designated by any other party.

EXHIBITS

The Series B Preferred Holders designate the following as exhibits they may use in connection with the Hearing:

Ex. #	Description	Offered	Objection	Admitted	Disposition
SBPH 1	<i>Declaration of Oren Blonstein, Head of Innovation and Chief Compliance Officer of the Debtors, in Support of the Debtors’ Motion Regarding Ownership of Earn Assets and the Sale of Stablecoin with Exhibits A-C [Dkt. No. 1327]</i>				
SBPH 2	Yanez Decl. Exhibit C, Novation Agreement, dated August 19, 2021 ²				
SBPH 3	Celsius Mining Executive Summary Presentation, dated Fall 2021				

² The Official Committee of Unsecured Creditors objects to exhibits SBPH 2-8, 11-19, 23-24, 29-30, and 34 on grounds of relevance but does not seek to preclude the Series B Preferred Holders from entering those exhibits into evidence on those grounds.

Ex. #	Description	Offered	Objection	Admitted	Disposition
SBPH 4	Yanez Decl. Exhibit E, Celsius Mining January 2022 Transaction & Business Update Presentation				
SBPH 5	Annual Report and Financial Statements for the Period Ended 31 December 2020, dated October 8, 2021				
SBPH 6	Board Discussion Presentation, dated May 2022 [CEL CUST-00002123]				
SBPH 7	IPO Kick-Off Materials Presentation, dated October 20, 2021				
SBPH 8	Form S-1 Registration Statement filed with the United States Securities and Exchange Commission by Celsius Mining Inc. on February 14, 2022				
SBPH 9	Yanez Decl. Exhibit J, Celsius Network—Organizational Chart, dated as of July 15, 2021				
SBPH 10	Transcript of the deposition of Oren Blonstein, dated on November 22, 2022				
SBPH 11	Yanez Response Decl. Exhibit B, Voluntary Application for Imposition of Direction, dated July 21, 2021 [CEL CUST-00002757]				
SBPH 12	Yanez Response Decl. Exhibit C, emails between Yarden Noy, Roni Pavon Cohen, Ele Vasina, and Lauren Pittas, regarding “FCA – confirming next steps” and attaching a document titled “Celsius Network Limited – Migration Plan,” dated June 17, 22-24, and July 1, 2021 [CEL CUST-00002659]				
SBPH 13	Yanez Response Decl. Exhibit D, letter from Gregory F. Pesce to Ross M. Kwasteniet, dated September 15, 2022 [UCC 00000001]				
SBPH 14	Yanez Response Decl. Exhibit E, emails between Gregory Pesce, Tommy Scheffer, and Chris Koenig, regarding “CEL – Global Notes,” dated October 4-5, 2021 [UCC 00000011]				

Ex. #	Description	Offered	Objection	Admitted	Disposition
SBPH 15	Yanez Response Decl. Exhibit F, Asset Transfer Agreement by and between CNL and LLC, dated as of August 19, 2021 [CEL CUST-00006345]				
SBPH 16	Yanez Response Decl. Exhibit G, Intercompany Operation and Loan Agreement by and between CNL and LLC, dated as of August 19, 2021 [CEL_CUST-00006333]				
SBPH 17	Yanez Response Decl. Exhibit H, Omnibus Wallet Service Agreement by and between CNL and Voyager Digital LLC, dated June 12, 2020 [CEL SBPH 000001]				
SBPH 18	Yanez Response Decl. Exhibit I, Assignment and Amendment to Omnibus Wallet Service Agreement by and between CNL, LLC, Celsius EU UAB, and Voyager Digital LLC, dated August 19, 2021 [CEL SBPH 000012]				
SBPH 19	Yanez Response Decl. Exhibit J, <i>Declaration of Christopher Ferraro in Support of Motion of Celsius Network LLC for Order (I) Lifting the Automatic Stay Pursuant to 11 U.S.C. 362(d)(1) and Bankruptcy Rule 4001 and (II) Granting Leave to File Late Proof of Claim Pursuant to Bankruptcy Rules 3003(c) and 9006(b)(1), In re: Voyager Digital Holdings, Inc., et al., Case No. 22-10943-mew (Bankr. S.D.N.Y.)</i>				
SBPH 20	Colodny Decl. Exhibit 4, <i>Celsius Community Update – June 23, 2021</i> , available at https://celsiusnetwork.medium.com/celsius-community-update-june-23-2021-a28fca899091				
SBPH 21	<i>Declaration of Alex Mashinsky, Chief Executive Officer of Celsius Network LLC, in Support of Chapter 11 Petitions and First Day Motions with Exhibits A-M [Dkt. No. 23]</i>				

Ex. #	Description	Offered	Objection	Admitted	Disposition
SBPH 22	<i>Declaration of Alex Mashinsky, Chief Executive Officer of Celsius Network LLC, Providing Terms of Use Dating Back to February 18, 2018 with Exhibits A-L, including redline exhibits [Dkt. No. 393]</i>				
SBPH 23	<i>Periodic Report Regarding Value, Operations, and Profitability of Entities in Which Debtor's Estate Holds a Substantial or Controlling Interest [Dkt. No. 850]</i>				
SBPH 24	Monthly Operating Reports [Dkt. Nos. 858-872]				
SBPH 25	Debtors' Schedules [Dkt. Nos. 4, 5, 6, 7, 974]				
SBPH 26	<i>Declaration of Christopher Ferraro, Interim Chief Executive Officer, Chief Restructuring Officer, and Chief Financial Officer of the Debtors, in Support of the Debtors' Motion Regarding Ownership of Earn Assets and the Sale of Stablecoin [Dkt. No. 1326]</i>				
SBPH 27	<i>Debtors' Responses and Objections to Official Committee of Unsecured Creditors Written Deposition Questions for the Debtors in Connection with the Debtors Amended Motion for Entry of Order (I) Establishing Ownership Assets in the Debtors' Earn Program, (II) Permitting the Sale of Stablecoin in the Ordinary Course and (III) Granting Related Relief [Dkt. No. 1406]</i>				
SBPH 28	<i>Supplemental Declaration of Oren Blonstein, Head of Innovation and Chief Compliance Officer of the Debtors, in Support of the Debtors' Motion Regarding Ownership of Earn Assets and the Sale of Stablecoin with Exhibits A-G [Dkt. No. 1584]</i>				
SBPH 29	<i>Asset Purchase Agreement by and between Galaxy Digital Trading LLC, GK8 Ltd., and other sellers listed therein [Dkt. No. 1586]</i>				

Ex. #	Description	Offered	Objection	Admitted	Disposition
SBPH 30	<i>Celsius Network Announces Confidential Submission of Draft Registration Statement by Bitcoin mining subsidiary, Celsius Mining LLC</i> , PRNEWswire (May 16, 2022), available at https://www.prnewswire.com/news-releases/celsius-network-announces-confidential-submission-of-draft-registration-statement-by-bitcoin-mining-subsidiary-celsius-mining-llc-301547547.html , posted by Debtors at https://celsius.network/news				
SBPH 31	<i>Debtors' Responses and Objections to Series B Preferred Holders' First Set of Interrogatories Related to the Briefed Legal Issue</i> , dated January 17, 2023				
SBPH 32	Any rebuttal or impeachment exhibits				
SBPH 33	Any demonstrative exhibits				
SBPH 34	Any pleadings or exhibits filed on the Court's docket				

The Series B Preferred Holders reserve all rights to offer into evidence any exhibits designated by any other party. The Series B Preferred Holders further reserve all rights to amend or supplement this exhibit and witness list at or prior to the Hearing.

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Dated: New York, New York
February 5, 2023

/s/ Melanie Westover Yanez

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